

STEPTOE & JOHNSON

1250 CONNECTICUT AVENUE

WASHINGTON, D. C. 20036

CHERYL A. SKIGIN

(202) 862-2053

RECORDATION NO. 10844-1 Filed 1425

February 20, 1980

FEB 21 1980 -9 30 AM

0-052A010

Ms. Agatha Mergenovich  
Secretary  
INTERSTATE COMMERCE COMMISSION  
Office of the Secretary  
SE Room 2215  
Washington, D.C. 20423

FEB 21 1980

Date 26.00  
Fee \$

Dear Ms. Mergenovich:

CC Washington, D. C.

Enclosed for filing and recordation pursuant to the provision of 49 U.S.C. § 11303 is Amendment Agreement Number Two dated as of February 13, 1980, by and between Brae Corporation and Citicorp Industrial Credit, Inc. This Amendment Agreement relates to the Security Agreement, Chattel Mortgage and Lease Assignment dated as of September 20, 1979, by and between Brae Corporation and Citicorp Industrial Credit, Inc., previously recorded and assigned recordation number 10844.

In view of the relationship between the documents, it is requested that the Amendment Agreement Number Two be assigned an additional recordation number related to the Security Agreement previously recorded under 10844, that a copy thereof accompany the Security Agreement in the files of the Commission and that it be indexed with the Security Agreement. For this purpose, it is requested that the additional recordation number assigned the enclosed document have the primary number 10844 and the next available letter under that number, which is believed to be "I."

The equipment which is subject to these agreements is described in Schedule A attached hereto.

The names and addresses of the parties to the transaction evidenced by the foregoing document are as follows:

Mortgagor: Brae Corporation  
3 Embarcadero Center - Suite 1760  
San Francisco, CA 94111

Ms. Agatha Mergenovich  
February 20, 1980  
Page 2

Mortgagee: Citicorp  
399 Park Avenue  
New York, New York 10043

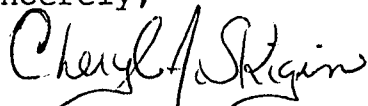
Lessee: Warrenton Railroad  
P.O. Box 518  
Warrenton, N.C. 27589

Please record this document under the names of the Mortgagor and Mortgagee and please cross-index this agreement under the name of the lessee, Warrenton Railroad.

Enclosed is a check payable to the ICC in the amount of \$20.00, the prescribed fee for filing and recordation and cross-indexing of the document.

Please return to the person presenting this letter your letter confirming such filing and recordation, the fee receipt thereof and all copies of the document not required for filing.

Sincerely,

  
Cheryl A. Skigin

Enclosures

# SCHEDULE A

## EQUIPMENT DESCRIPTION

	<u>Lessee/User</u>	<u>Car Number and Car Description</u>	<u>Quantity</u>	<u>Manufacturing</u>
(1)	North Stratford Railroad	General Purpose Boxcars NSRC: 400 through NSRC: 424	25	Rebuilt by Railway Indus- trial Services, Inc.
(2)	AGRI	Covered Hopper Cars WAR 14000-14099 WAR 14230-14349	120	National Steel Car
(3)	Genesse and Wyoming Railroad	Covered Hopper Cars GNWR: 810305 through GNWR: 801344	40	National Steel Car
(4)	International Minerals and Chemicals Corpora- tion/Warrenton R.R.	Covered Hopper Cars WAR 16000 through 16099	100	Pullman

**Interstate Commerce Commission**

**Washington, D.C. 20423**

**2/21/80**

**OFFICE OF THE SECRETARY**

**Cheryl A Skigin  
Steptoe & Johnson  
1250 Connecticut Avenue  
Washington, D.C. 20036**

**Dear**

**Mrs. Skigin:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **2/21/80** at **9:30am**, and assigned recordation number(s). **10814-I**

**Sincerely yours,**

*Agatha L. Mergenovich*  
**Agatha L. Mergenovich  
Secretary**

**Enclosure(s)**

RECORDATION NO. 10844-2 Filed 1425

FEB 21 1980 -9 32 AM

AMENDMENT AGREEMENT

INTERSTATE COMMERCE COMMISSION

NUMBER TWO

THIS AMENDMENT AGREEMENT, dated as of February 13, 1980, ("Amendment Agreement No. Two"), by and between BRAE Corporation ("BRAE") and CITICORP INDUSTRIAL CREDIT, INC. ("Citicorp").

WITNESSETH:

WHEREAS, BRAE and Citicorp entered into a Security Agreement, Chattel Mortgage and Lease Assignment, dated as of ~~January 10, 1980~~ *September 20, 1979* (the "Agreement");

WHEREAS, the parties amended the Agreement pursuant to an Amendment Agreement dated as of January 10, 1980 ("Amendment Agreement No. One"); and

WHEREAS, the parties now desire further to amend the Agreement as set forth below;

NOW, THEREFORE, in consideration of the premises set forth hereinbelow, the parties agree as follows:

1. Paragraph 1(iii) of Amendment Agreement No. One is hereby amended as follows:

"Railroad Lease Agreement, dated as of  
October 22, 1979, between BRAE and  
the Warrenton Railroad Company".

2. Except as amended hereby, the Agreement as previously amended by Amendment Agreement No. One shall remain in full force and effect according to their respective terms and conditions.

3. This Amendment Agreement No. Two may be executed in separate counterparts, each of which when fully assembled shall constitute but one and the same Agreement.

IN WITNESS WHEREOF, the parties have each caused their respective duly authorized officers to have executed this Amendment Agreement No. Two as of the date set forth above.

BRAE CORPORATION

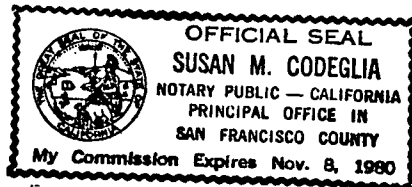
By Emerit L. Brazil  
Title Secretary  
Date Feb. 13, 1980

CITICORP INDUSTRIAL CREDIT, INC.

By Jann [Signature] *HH*  
Title VICE-PRESIDENT  
Date FEB. 14, 1980

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF SAN FRANCISCO )

On the 13<sup>th</sup> day of February, 1980, before me personally appeared Ernest L. Brazil, to me known, who, being by me duly sworn, did depose and say that he is the Secretary of BRAE Corporation, the corporation which executed the above instrument; that he signed his name to the above instrument by authority of the Board of Directors of said corporation; and that he acknowledged that the execution of the above instrument was the free act and deed of such corporation.



[seal]

Susan M. Codeglia  
Notary Public

My Commission Expires: Nov. 8, 1980

STATE OF NEW YORK )  
 ) ss.  
COUNTY OF NEW YORK )

On this 14<sup>th</sup> day of FEBRUARY, 1980, before me personally appeared JAMES F. SMITH, to me personally known, who, being by me duly sworn, did depose and say that he is the VICE-PRESIDENT of CITICORP, the corporation which executed the above instrument, that he signed his name to the above instrument by authority of the Board of Directors of said corporation; and that he acknowledged that the execution of the above instrument was the free act and deed of such corporation.

[seal]

Regina Pietrangolare  
Notary Public  
REGINA PIETRANGOLARE  
Notary Public, State of New York  
No. 03-4696807  
Qualified in Bronx County  
Certificate filed in New York County  
Commission Expires March 30, 1981

My Commission Expires: March 30, 1981